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LEGENDARY EDUCATION GROUP LIMITED

傳承教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 31 MAY 2024**

Reference are made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) of Legendary Education Group Limited (the “**Company**”) both dated 13 May 2024. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

As at the date of the EGM, the total number of issued Shares was 442,435,264 Shares. To the best information, knowledge and belief of the Directors having made all reasonable enquiries, Mr. Yip Long Brian (“**Mr. Yip**”), being one of the Subscribers, held 2,992,200 Shares, or approximately 0.7% of the existing issued share capital of the Company as at the date of the EGM. As such, Mr. Yip is required to abstain, and has abstained, from voting at the EGM to avoid any perceived conflict of interest. Accordingly, the total number of Shares entitling Shareholders to attend and vote for or against the resolutions proposed at the EGM was 439,443,064 Shares. Save as disclosed above, there were (i) no shares entitling the Shareholder to attend and abstain from voting in favour of the resolutions at the EGM as set out in the GEM Listing Rules; and (ii) no Shareholder was required to abstain from voting the resolutions proposed at the EGM. No Shareholder has stated his or her intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM. There was no Share actually voted but excluded from calculating the poll results of the proposed ordinary resolutions.

The Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Details of the poll results of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions <i>(Note)</i>		Number of Shares voted and percentage of total number of Shares voted		
		FOR	AGAINST	Total number of Shares voted
1.	(a) To approve, confirm and ratify the Subscription Agreement dated 24 April 2024 entered into between the Company and Mr. Yip Long Brian in relation to the issue of the Convertible Bonds in the principal amount of HK\$6,000,000 and the transactions contemplated thereunder;	69,512,262 Shares (100.00%)	0 Shares (0.00%)	69,512,262 Shares (100.00%)
	(b) To approve, conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the grant of a specific mandate to the Directors to allot and issue such Conversion Shares; and			
	(c) To authorise any one Director to take any action and execute such other documents to carry out or give effect to or otherwise in connection with such Subscription Agreement.			
2.	(a) To approve, confirm and ratify the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Yeung Sum Yee in relation to the issue of the Convertible Bonds in the principal amount of HK\$3,000,000 and the transactions contemplated thereunder.	69,512,262 Shares (100.00%)	0 Shares (0.00%)	69,512,262 Shares (100.00%)
	(b) To approve, conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the grant of a specific mandate to the Directors to allot and issue such Conversion Shares; and			
	(c) To authorise any one Director to take any action and execute such other documents to carry out or give effect to or otherwise in connection with such Subscription Agreement.			

Ordinary Resolutions (Note)		Number of Shares voted and percentage of total number of Shares voted		
		FOR	AGAINST	Total number of Shares voted
3.	(a) To approve, confirm and ratify the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Christina Gaw in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder.	69,512,262 Shares (100.00%)	0 Shares (0.00%)	69,512,262 Shares (100.00%)
	(b) To approve, conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the grant of a specific mandate to the Directors to allot and issue such Conversion Shares; and			
	(c) To authorise any one Director to take any action and execute such other documents to carry out or give effect to or otherwise in connection with such Subscription Agreement.			
4.	(a) To approve, confirm and ratify the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Cheung King Yu, Laura in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder.	69,512,262 Shares (100.00%)	0 Shares (0.00%)	69,512,262 Shares (100.00%)
	(b) To approve, conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the grant of a specific mandate to the Directors to allot and issue such Conversion Shares; and			
	(c) To authorise any one Director to take any action and execute such other documents to carry out or give effect to or otherwise in connection with such Subscription Agreement.			

Ordinary Resolutions (<i>Note</i>)		Number of Shares voted and percentage of total number of Shares voted		
		FOR	AGAINST	Total number of Shares voted
5.	(a) To approve, confirm and ratify the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Ching Hoi Ling in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder.	69,512,262 Shares (100.00%)	0 Shares (0.00%)	69,512,262 Shares (100.00%)
	(b) To approve, conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the grant of a specific mandate to the Directors to allot and issue such Conversion Shares; and			
	(c) To authorise any one Director to take any action and execute such other documents to carry out or give effect to or otherwise in connection with such Subscription Agreement.			

Note: Please refer to the notice convening the EGM dated 13 May 2024 for the full text of the resolutions.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 5 at the EGM, such resolutions were duly passed as ordinary resolutions of the Company.

The following Directors attended the EGM in person or by electronic means: Mr. Yuen Yu Sum, Mr. Chan Lap Jin Kevin, Mr. Law Wing Chung, Dr. Tang Sing Hing Kenny, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie, Mr. Chung Kwok Pan and Ms. Mak Louisa Ming Sze.

By order of the Board
Legendary Education Group Limited
Yuen Yu Sum
Chairman and Executive Director

Hong Kong, 31 May 2024

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin; three non-executive Directors, namely, Mr. Law Wing Chung, Dr. Tang Sing Hing Kenny and Ms. Mak Louisa Ming Sze; and three independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the website of the Company at <http://www.legendaryedu.com>.